

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff

v.

STEPHEN G. DONAHUE, and
DONAHUE SECURITIES, INC.,

Defendants

Civil Action No. C-1-01-116
(Judge Beckwith)

SEVENTH MOTION TO
APPROVE PAYMENT OF FEES AND
REIMBURSEMENT OF EXPENSES TO
ULMER & BERNE LLP

Comes now Michael R. Barrett as receiver of S.G. Donahue & Company, Inc. and Stephen G. Donahue pursuant to order entered March 7, 2001 (the "Receiver") and moves the Court for entry of an order approving payment of fees for legal services performed by Ulmer & Berne LLP as counsel for the Receiver during the period from November 9, 2001 through March 29, 2002 as to 401(k) plan termination matters and from June 1, 2003 through October 31, 2003 as to all other matters in the amount of \$16,028.00 and for reimbursement of expenses incurred during the same periods in the amount of \$1,205.57 for a total of \$17,233.57 and that the same be paid out of funds now in the hands of the Receiver pursuant to the proposed order submitted herewith on the grounds set forth in the memorandum attached hereto.

Respectfully submitted,

/s/ Richard Boydston
Richard Boydston (22360)
Attorney for Michael R. Barrett, Receiver
Ulmer & Berne LLP
600 Vine Street, Suite 2800
Cincinnati, OH 45202-2409
(513) 762-6202
(513) 762-6245 (fax)
rboydston@ulmer.com

CERTIFICATE OF SERVICE

I certify that a copy of the foregoing Seventh Motion to Approve Payment of Fees and Reimbursement of Expenses to Ulmer & Berne LLP and the proposed order granting said motion were served electronically with the Clerk of the Court using the CM/ECF system and, also, by ordinary United States mail, first class postage prepaid, upon each of the persons listed below on December 9, 2003.

/s/ Richard Boydston

Anne C. McKinley, Esq.
U.S. Securities and Exchange Commission
Midwest Regional Office
175 West Jackson Blvd., Suite 900
Chicago, IL 60604

Robert A. Goering, Esq.
Attorney for Stephen G. Donahue
Goering & Goering
220 West Third Street
Cincinnati, OH 45202

Glenn V. Whitaker, Esq.
Attorney for Stephen G. Donahue
Vorys Sater Seymour & Pease LLP
Suite 2100, Atrium Two
221 E. Fourth Street
Cincinnati, OH 45201-0236

Gerald L. Baldwin, Esq.
Attorney for the SIPC Trustee
Frost Brown Todd, LLC
2500 PNC Center
201 E. Fifth Street
Cincinnati, OH 45202-4182

Donald J. Rafferty, Esq.
Attorney for Linda A. Donahue
Cohen Todd Kite & Stanford, LLC
250 E. Fifth Street, Suite 1200
Cincinnati, OH 45202

J. Michael Debbeler, Esq.,
Attorney for The Provident Bank
Graydon Head & Ritchey
1900 Fifth Third Center
511 Walnut Street
Cincinnati, OH 45202

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12/9/2003 1:40 PM

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION

SECURITIES AND EXCHANGE	:	Civil Action No. C-1-01-116
COMMISSION,	:	(Judge Beckwith)
	:	
Plaintiff	:	
	:	
v.	:	MEMORANDUM IN SUPPORT
	:	OF SEVENTH MOTION TO
STEPHEN G. DONAHUE, and	:	APPROVE PAYMENT OF FEES AND
DONAHUE SECURITIES, INC.,	:	REIMBURSEMENT OF EXPENSES TO
	:	<u>ULMER & BERNE LLP</u>
Defendants	:	
	:	

Michael R. Barrett (the "Receiver") was appointed receiver for S.G. Donahue & Company, Inc. ("SGD & Co.") and Stephen G. Donahue pursuant to order entered March 7, 2001 in this action (the "Receivership Order"). Pursuant to the Receivership Order, the Receiver was authorized to retain and did retain the law firm of Ulmer & Berne LLP ("Ulmer & Berne") as legal counsel.

Ulmer & Berne has incurred fees and expenses in representing the Receiver for the period November 9, 2001 through March 29, 2002 as to 401(k) plan termination matters and from June 1, 2003 through October 31, 2003 as to all other matters in the amount of \$17,233.57.

A standard form invoice for those fees and expenses is attached hereto.

The Receiver respectfully represents said fees and expenses are reasonable and necessary expenses of the receivership and should be approved and promptly paid out of funds collected by the Receiver.

Respectfully submitted,

/s/ Richard Boydston
Richard Boydston (22360)
Attorney for Michael R. Barrett, Receiver
Ulmer & Berne LLP
600 Vine Street, Suite 2800
Cincinnati, OH 45202-2409
(513) 762-6202
(513) 762-6245 (fax)
rboydston@ulmer.com

CERTIFICATE OF SERVICE

I certify that a copy of the foregoing Memorandum in Support of Seventh Motion to Approve Payment of Fees and Reimbursement of Expenses to Ulmer & Berne LLP was served electronically with the Clerk of the Court using the CM/ECF system and, also, by ordinary United States mail, first class postage prepaid, upon each of the persons listed below on December 9, 2003.

/s/ Richard Boydston

Anne C. McKinley, Esq.,
U.S. Securities and Exchange Commission
Midwest Regional Office
175 West Jackson Blvd., Suite 900
Chicago, IL 60604

Robert A. Goering, Esq.
Attorney for Stephen G. Donahue
Goering & Goering
220 West Third Street
Cincinnati, OH 45202

Glenn V. Whitaker, Esq.
Attorney for Stephen G. Donahue
Vorys Sater Seymour & Pease LLP
Suite 2100, Atrium Two
221 E. Fourth Street
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Gerald L. Baldwin, Esq.
Attorney for the SIPC Trustee
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2500 PNC Center
201 E. Fifth Street
Cincinnati, OH 45202-4182

Donald J. Rafferty, Esq.
Attorney for Linda A. Donahue
Cohen Todd Kite & Stanford, LLC
250 E. Fifth Street, Suite 1200
Cincinnati, OH 45202

J. Michael Debbeler, Esq.,
Attorney for The Provident Bank
Graydon Head & Ritchey
1900 Fifth Third Center
511 Walnut Street
Cincinnati, Ohio 45202

IRS Identification Number 34-0756436

IN ACCOUNT WITH

Cleveland

ULMER & BERNE LLP

Columbus

ATTORNEYS AT LAW

P.O. BOX 711954

Cincinnati

Cincinnati, OH 45271-1954

Phone (513) 762-6200

FAX (513) 762-6245

Chicago
(Ulmer & Berne LLC)

Michael R. Barrett, Receiver
Barrett & Weber LPA
500 Fourth & Walnut Centre
105 E. Fourth Street
Cincinnati, OH 45202-4015

November 17, 2003
Invoice No. 1771277
Client Matter No. 26950-0001
kj/ RB/1816314.bil

Terms: DUE UPON RECEIPT

Re: DONAHUE

For services rendered through October 31, 2003:

11/09/2001	PAS	0.20	55.00	Communication with IRS regarding audit.
11/13/2001	PAS	0.20	55.00	Telephone call with Frank Russo regarding status of entity.
01/16/2002	PAS	0.30	85.50	401 (k) plan: Telephone call with Frank Russo and reviewed correspondence from Congressman.
01/17/2002	PAS	0.20	57.00	401 (k) plan: Telephone call with Frank Russo at Independence Bank regarding Congressional inquiry.
01/23/2002	PAS	0.20	57.00	401 (k) plan: Telephone call with Frank Russo regarding Congressional inquiry.
01/25/2002	PAS	0.20	57.00	401 (k) plan: Telephone call with Frank Russo regarding status of tax reporting.
01/29/2002	PAS	0.30	85.50	401 (k) plan: Telephone call with Frank Russo regarding tax reporting issues.

02/04/2002	PAS	0.40	114.00	401 (k) plan: Communication with IRS Agent Charlotte Allender regarding audit issues; communication regarding distribution out to Karen Long.
02/05/2002	PAS	0.70	199.50	401 (k) plan: Telephone call with Frank Russo regarding outstanding issues with respect to Karen Long and allocations; numerous telephone calls and communications with Rick Boydston regarding same.
02/07/2002	PAS	0.50	142.50	401 (k) plan: Telephone calls with Frank Russo regarding distributions to Karen Long and reviewed documentation regarding same.
02/08/2002	PAS	0.50	142.50	401 (k) plan: Telephone call with Rick Boydston regarding issues with respect to Karen Long's distribution; reviewed allocation statements and telephone call with Frank Russo at Independence Bank regarding same.
02/11/2002	PAS	0.30	85.50	401 (k) plan: Preparation of Memorandum regarding work to be completed on Plan.
02/12/2002	PAS	0.20	57.00	401 (k) plan: Telephone call with Rick Boydston regarding distribution issues; reviewed list of employees with withholding.
02/20/2002	PAS	0.30	85.50	401 (k) plan: Reviewed distribution information; telephone call with Dave Dunsire regarding tax reporting issues.
02/22/2002	PAS	0.20	57.00	401 (k) plan: Telephone call with IRS Agent Charlotte Allender regarding outstanding issues with respect to Plan audit.
02/26/2002	PAS	0.20	57.00	401 (k) plan: Telephone call with Dave Dunsire regarding tax reporting and telephone call with Frank Russo regarding same.
02/27/2002	PAS	0.20	57.00	401 (k) plan: Correspondence to Frank Russo transmitting tax payment forms.

03/04/2002	PAS	7.20	2,052.00	Prepare for and take David Dunsire deposition and document production (6.20); continued preparation of termination documents (1.00)
03/06/2002	PAS	0.20	57.00	401 (k) plan: Telephone call with Frank Russo regarding termination timing.
03/08/2002	PAS	3.10	883.50	401 (k) plan: Extensive work on termination filing; telephone call with Dave Dunsire regarding issues.
03/11/2002	PAS	0.30	85.50	401 (k) plan: Telephone call with Charlotte Allender regarding audit issues; attention to transmittal to Ms. Allender of requested information.
03/12/2002	PAS	0.30	85.50	401 (k) plan: Telephone call with Frank Russo regarding status.
03/15/2002	PAS	1.20	342.00	401 (k) plan: Telephone call with Doug Lutz regarding payment of withheld 401(k) contributions; continued work on termination documents.
03/26/2002	PAS	1.50	427.50	401 (k) plan: Continued work on termination documents.
03/27/2002	PAS	1.10	313.50	401 (k) plan: Continued work on IRS termination filings.
03/29/2002	PAS	0.50	142.50	401 (k) plan: Telephone call with Doug Tripp and Mr. Lutz to discuss payment of 401(k) withholding; telephone call with David Dunsire regarding same; telephone call with Frank Russo regarding same.
06/01/2003	RB	0.50	135.00	Letter to ING re payment of balances in three deferred compensation accounts
06/03/2003	RB	2.00	540.00	Attend Stephen Donahue sentencing and email to Anne McKinley and Michael Barrett re same (1.50); memo re Laboria Donahue probate estate (.50)

06/04/2003	RB	0.30	81.00	Review SIPC trustee's memoranda on surrender charge and interest claims adversaries
06/09/2003	RS	0.40	66.00	Attention to Foreclosure Complaint filed by Clermont County Prosecutor regarding non-payment of real estate taxes; Telephone conference with Asst. Prosecutor regarding same; Correspondence to Asst. Prosecutor with Closing Statement and tax check; Telephone conference with B. Hines regarding payment of taxes and filing of deed
06/11/2003	RB	0.50	135.00	Conference with Gerald Baldwin re payment of surrender charges
06/12/2003	RB	0.20	54.00	Email to Donald Rafferty re-lowering listing price on 6006 Gaines Road
06/24/2003	RB	0.30	81.00	Phone conference with Patrick Weber regarding tax liability
06/26/2003	JA	0.50	62.50	Researched transfer of property located at 19 Locust Hill Road in Clermont County; memorandum to Rick Boydston regarding same.
06/27/2003	DDT	0.40	60.00	Sent bank statement to C. Dougherty; maintained records.
06/30/2003	RB	1.00	270.00	Prepare for and attend scheduling conference before Judge Walker
06/30/2003	RB	0.20	54.00	Email to Gerald Baldwin re Florida condo basis calculations
07/03/2003	PAS	0.50	152.50	Finalized response to IRS request for information; attention to filing.
07/07/2003	RB	0.60	171.00	Phone conferences with Gerald Baldwin re Roger Drayton claim and withdrawal of Receiver's claims (.40); email to Chris Dougherty re bank accounting (.20)

07/07/2003	DDT	0.60	90.00	Assembled information requested by C. Dougherty, requested missing bank statements from 5/3.
07/08/2003	RB	0.50	142.50	Letter to Bruce Allman re substantiation of Gulley and Evers mechanics lien claims
07/16/2003	RB	0.50	142.50	Review SIPC Trustee's filings re Roger Drayton
07/16/2003	DDT	1.00	150.00	Provided summary of accounts for R. Boydston.
07/17/2003	KJ	1.00	120.00	Attend bankruptcy court hearing on Roger Drayton matter and report to R. Boydston re same
07/21/2003	RB	0.90	256.50	Complete sixth fee applications (.30); emails re status of 6006 Gaines Road sale and 6 month deadline under Linda-Provident settlement agreement (.60)
07/22/2003	RB	0.50	142.50	Draft sixth interim report
07/23/2003	RB	1.50	427.50	Draft sixth interim report
07/24/2003	RB	0.50	142.50	Edit sixth interim report
07/28/2003	RB	0.30	85.50	Phone conferences with Patrick Weber and Gerald Baldwin re tax returns
07/29/2003	DDT	0.30	45.00	Sent bank statement to C. Dougherty; maintained records.
07/30/2003	RB	1.00	285.00	Phone conference with George Fels and Terry Brown re tax returns (.20); edit Gulley discovery requests (.40) phone conference with Donald Rafferty re Stephen Donahue deposition in Gulley litigation and reduction of 6006 Gaines sale price (.40)
08/04/2003	DDT	0.40	60.00	Discussed payments with R. Boydston; cut checks.
08/18/2003	RB	1.10	313.50	Phone conference with Gerald Baldwin re open issues and draft letter to Anne McKinley re same

08/25/2003	RB	0.60	171.00	Phone conference with Gerald Baldwin re transfer of funds and revise letter to Anne McKinley re same (.40); phone conference with Stephen Donahue re facts of Gulley and Evers mechanics lien claim (.20)
08/25/2003	DDT	1.00	150.00	Prepared information for Rick Boydston; worked with 5/3 to try to get bank statements on account; sent bank information to C. Dougherty.
08/26/2003	RB	3.00	855.00	Prepare for and attend deposition of Stephen Donahue on Clermont County lien claims
08/29/2003	RB	0.50	142.50	Phone conferences with and email to Donald Rafferty re 6006 Gaines Road sale
09/04/2003	DDT	0.50	75.00	Sent bank statement and explanation of transactions to C. Dougherty; maintained records.
09/16/2003	RB	1.00	285.00	Discovery meeting at Bruce Allman's office
09/22/2003	RB	0.70	199.50	Emails to/from Anne McKinley re closing receivership (.50); letter to Donald Rafferty enclosing transcript of Stephen Donahue deposition (.20)
09/25/2003	DDT	0.30	45.00	Sent bank information to C. Dougherty, maintained records.
09/27/2003	RB	0.50	142.50	Phone conference with and email to Guy Cagney re 6006 Gaines Road sale
09/29/2003	RB	0.70	199.50	Phone conference with Anne McKinley re disgorgement order and related issues (.40); phone conference with Donald Rafferty re sale of 6006 Gaines Road (.20); email to Gerald Baldwin re 7/03 order in Munninghoff case (.10)
10/03/2003	RB	0.30	85.50	Phone conference with Anne McKinley re Roger Drayton and Don Scott situations

10/06/2003	RB	0.40	114.00	Email to Anne McKinley re Roger Drayton adversary proceeding
10/06/2003	DDT	0.30	45.00	Sent information to C. Dougherty; maintained files.
10/07/2003	RB	2.10	598.50	Phone report before Judge Walker re mechanics lien claims and phone conference with and email to Gerald Baldwin re same (1.10); emails to/from Anne McKinley re Don Scott and joint status report and review SIPC filings regarding Mr. Scott and phone conference with Gerald Baldwin re same (1.00)
10/07/2003	SDM	0.20	28.00	Legal analysis and strategy regarding mechanic's lien claims.
10/08/2003	RB	0.40	114.00	Phone conference with Gerald Baldwin re settlement of mechanics lien claims (.30) and with Mr. Baldwin re Don Scott claims (.10)
10/12/2003	RB	0.70	199.50	Review transcript of 9/25/03 deposition of Roger Drayton
10/13/2003	RB	0.20	57.00	Review Roger Drayton 9/25/03 depo exhibits and email to Anne McKinley re same
10/14/2003	RB	0.70	199.50	Phone conference with Gerald Baldwin re status report (.20); phone conferences with Donald Rafferty and file review re 6006 Gaines Road mortgages (.50)
10/15/2003	RB	1.10	313.50	Draft joint status report including phone conference with Gerald Baldwin re same (.80); phone conference with Patricia Shlonsky re identification of 401(k) distributions (.30)
10/22/2003	RB	0.30	85.50	Review 6006 Gaines Road closing statement and email to Gerald Baldwin and Anne McKinley re same
10/24/2003	RB	0.50	142.50	Phone conferences with Donald Rafferty re Provident Bank release documents for 6006 Gaines Road closing and email to him re same

10/27/2003	RB	0.20	57.00	Email to Donald Rafferty re Provident Bank 6006 Gaines Road release documents
10/27/2003	DDT	0.40	60.00	Sent information to C. Dougherty; maintained records.
10/29/2003	RB	0.30	85.50	Phone conference with Gerald Baldwin re settlement of Gulley claims
10/31/2003	RB	0.60	171.00	Letter to Gerald Baldwin re Gulley settlement (.60)

Total Services	\$ 14,724.50
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Summary of Services

	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Ashley, Jeannette	\$125.00	0.50	\$ 62.50
Boydston, Richard	285.00	22.20	6,327.00
Boydston, Richard	270.00	5.00	1,350.00
Jones, Karen	120.00	1.00	120.00
McGrew, Steven D	140.00	0.20	28.00
Shlonsky, Patricia A.	305.00	0.50	152.50
Shlonsky, Patricia A.	285.00	20.10	5,728.50
Shlonsky, Patricia A.	275.00	0.40	110.00
Smith, Ronald	165.00	0.40	66.00
Taylor, Diana D.	150.00	5.20	780.00
Total Services		<u>55.50</u>	<u>\$ 14,724.50</u>

Expenses

Document Reproduction	\$ 563.00
Facsimile	9.00
Long Distance Telephone	24.99
3rd Party Delivery Service	76.01
Postage, Special Mailing	20.35
Mileage	18.00

Deposition Transcripts	360.75	
Computer Services	<u>0.98</u>	
Total Expenses		1,073.08
 TOTAL INVOICE		 <u>\$ 15,797.58</u>

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION

SECURITIES AND EXCHANGE	:	Civil Action No. C-1-01-116
COMMISSION,	:	(Judge Beckwith)
	:	
Plaintiff	:	
	:	
v.	:	ORDER GRANTING SEVENTH MOTION
	:	TO APPROVE PAYMENT OF FEES
STEPHEN G. DONAHUE, and	:	AND REIMBURSEMENT OF
DONAHUE SECURITIES, INC.,	:	<u>EXPENSES TO ULMER & BERNE LLP</u>
	:	
Defendants	:	

This action comes before the Court on the Seventh Motion to Approve Payment of Fees and Reimbursement of Expenses to Receiver filed _____, 2003 and the memorandum in support thereof and the pleadings and papers of record in this action.

The Court is of the opinion that said motion is well taken and should be granted and therefore it is hereby

ORDERED, that the motion is granted and payment by the Receiver of fees and reimbursement of expenses to Ulmer & Berne LLP for the period October 9, 2001 through October 31, 2003 in the total amount of \$15,797.58 is approved; and it is further

ORDERED, that the Receiver pay said total of \$15,797.58 to Ulmer & Berne LLP out of funds in the hands of the Receiver as reported to the Court.

SO ORDERED.

Sandra S. Beckwith
United States District Judge

Submitted by:

Richard Boydston (22360)
Attorney for Michael R. Barrett, Receiver
Ulmer & Berne LLP
600 Vine Street, Suite 2800
Cincinnati, Ohio 45202-2409
(513) 762-6202
(513) 762-6245 (fax)
rboydston@ulmer.com

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11/18/2003 11:03 AM

IRS Identification Number 34-0756436

IN ACCOUNT WITH

Cleveland

ULMER & BERNE LLP

Columbus

ATTORNEYS AT LAW

P.O. BOX 711954

Cincinnati

Cincinnati, OH 45271-1954

Phone (513) 762-6200

FAX (513) 762-6245

Chicago
(Ulmer & Berne LLC)

Michael R. Barrett, Receiver
 Attn: Michael R. Barrett
 Barrett & Weber LPA
 500 Fourth & Walnut Centre
 105 E. Fourth Street
 Cincinnati, OH 45202-4015

December 9, 2003
 Invoice No. 1772991
 Client-Matter No. 26950-0001
 kj/ RB/1822397.bil

Terms: DUE UPON RECEIPT

 Re: DONAHUE

For services rendered through November 30, 2003:

11/06/2003	DDT	0.30	45.00	Sent bank information to C. Dougherty; maintained records.
11/08/2003	RB	1.60	456.00	Draft notice of dismissal and agreed orders cancelling bonds and letter to Bruce Allman all in settlement of remaining Clermont County mechanics lien claims and letter to Bruce Allman re same (1.00); email to Anne McKinley re case termination (.10); email to Guy Cagney re 600 Gaines Road closing (.20); draft application for payment of fees for 401(k) termination (.30)
11/09/2003	RB	0.20	57.00	Draft fee application for 401(k) termination work
11/10/2003	RB	0.20	57.00	Phone conference with Gerald Baldwin re payment of fund balance to SIPC trustee
11/10/2003	DDT	0.70	105.00	Arranged for settlement payment.
11/11/2003	RB	0.30	85.50	Edit 401(k) termination fee application

11/17/2003	RB	0.40	114.00	Forward checks to Michael Barrett (.20); phone conference with Donald Rafferty re sale of 6006 Gaines Road and unclaimed funds (.20)
11/17/2003	DDT	0.40	60.00	Supplied information re accounts for R. Boydston for report to Court.
11/20/2003	RB	0.20	57.00	Emails from/to Anne McKinley re SEC decisions
11/20/2003	DDT	0.60	90.00	Deposited bond refund; provided information on account to R. Boydston, maintained records.
11/25/2003	DDT	0.80	120.00	Provided information for R. Boydston; discussed account with him; sent statement and backup to C. Dougherty; maintained records.
11/29/2003	RB	0.20	57.00	Letter to Ohio Division of Unclaimed Funds

Total Services \$ 1,303.50

Summary of Services

	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Boydston, Richard	\$285.00	3.10	\$ 883.50
Taylor, Diana D.	150.00	2.80	420.00
Total Services		<u>5.90</u>	<u>\$ 1,303.50</u>

Expenses

Document Reproduction	\$ 130.60
Long Distance Telephone	<u>1.89</u>
Total Expenses	132.49

TOTAL INVOICE \$ 1,435.99

REMITTANCE ADVICE

Please send your remittance to:

**ULMER & BERNE LLP
P O BOX 711954
CINCINNATI, OH 45271-1954**

Tax Identification Number: 34-0756436

Client/Matter No.: **Michael R. Barrett, Receiver**
26950-0001 DONAHUE

Outstanding Invoices as of 12/09/2003

Invoice Date	Invoice Number	Invoice Amount	Payments & Adjustments	Balance Due
11/17/2003	1771277	\$ 15,797.58	\$ 0.00	\$ 15,797.58
12/09/2003	1772991	1,435.99	0.00	1,435.99
	Totals	<u>\$ 17,233.57</u>	<u>\$ 0.00</u>	<u>\$ 17,233.57</u>

Amount Enclosed \$ _____

PLEASE RETURN THIS PAGE WITH YOUR PAYMENT

THANK YOU

The above address is for remittances only. Please send all other correspondence to our regular mailing address below:

Ulmer & Berne LLP
600 Vine Street, Ste. 2800
Cincinnati, OH 45202-2409
Phone: (513) 762-6200 Fax: (513) 762-6245